



**NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Fifth ("25th") Annual General Meeting ("AGM") of Apex Healthcare Berhad (the "Company") will be held and conducted on a virtual basis through live streaming from the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia via the meeting platform at <https://meeting.boardroomlimited.com/> on Wednesday, 15th May 2024 at 9:30 a.m. for the following purposes:-

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31st December 2023 together with the Directors' and Auditors' Reports thereon.
- To approve a final single-tier dividend of 2.5 sen per ordinary share for the financial year ended 31st December 2023.
- To approve a special dividend of 20.0 sen per ordinary share for the financial year ended 31st December 2023.
- To approve the payment of Directors' fees of RM 669,000 for the financial year ended 31st December 2023.
- To re-elect Robert Dobson Millner AO who retires by rotation pursuant to Clause 95 of the Constitution of the Company.
- To re-elect Datuk Noharuddin bin Nordin @ Harun who retires by rotation pursuant to Clause 95 of the Constitution of the Company.
- To re-elect Mr Yap Seng Chong who retires pursuant to Clause 102 of the Constitution of the Company.
- To re-elect Ms Le Wat Su who retires pursuant to Clause 102 of the Constitution of the Company.
- To re-appoint Ernst & Young PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration.

**Explanatory Note 1**

**Ordinary Resolution 1**

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

**Ordinary Resolution 5**

**Ordinary Resolution 6**

**Ordinary Resolution 7**

**Ordinary Resolution 8**

**Ordinary Resolution 9**

**As Special Business**

To consider and if thought fit, to pass the following Resolutions with or without modifications:-

- AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES; AND WAIVER OF PRE-EMPTIVE RIGHTS OVER NEW ORDINARY SHARES ("SHARES") IN THE COMPANY UNDER SECTION 85(1) OF THE ACT READ TOGETHER WITH CLAUSE 59 OF THE CONSTITUTION OF THE COMPANY**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue new shares in the Company at any time, at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 59 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

- AUTHORITY FOR DATUK NOHARUDDIN BIN NORDIN @ HARUN TO CONTINUE IN OFFICE AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

"THAT, contingent upon the passing of the Ordinary Resolution 5, authority be and is hereby given for Datuk Noharuddin bin Nordin @ Harun who has served as an Independent Director of the Company since 20th May 2015 and will reach his nine (9)-year service on 19th May 2024, to continue to act as an Independent Director of the Company until the conclusion of the next Annual General Meeting, in accordance with the Malaysian Code on Corporate Governance."

**Ordinary Resolution 10**

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS HEREBY GIVEN THAT** a final single-tier dividend of 2.5 sen per ordinary share and a special dividend of 20.0 sen per ordinary share for the financial year ended 31st December 2023, if approved, will be paid on 29th May 2024. The entitlement date for the payment is 16th May 2024.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Accounts before 4:30 p.m. on 16th May 2024 in respect of transfer; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

**BY ORDER OF THE BOARD**

**CHIEW WOON WUI**

Membership No.: MIA 20586  
SSM Practicing Certificate No.: 201908001112

**CHAN YOKE PENG**

Membership No.: MA/CSA 7053966  
SSM Practicing Certificate No.: 202008001791

Secretaries

Melaka  
16th April 2024

**Notes:-**

- The AGM of the Company will be held and conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities to be provided by the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely via the RPEV facilities. The Administrative Guide on the conduct of a virtual AGM of the Company is available on the Company's website at <https://apexhealthcare.com.my/annual-general-meeting/>.
- The venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from. **NO SHAREHOLDER(S)/PROXY(IES)** from the public will be allowed to be physically present at the broadcast venue.
- In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at 8th May 2024 shall be eligible to participate and vote at this meeting or appoint proxy(ies) to participate and vote on his/her behalf.
- A member of the Company who is entitled to participate and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to participate and vote in its stead.
- A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.

- The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof, as follows:-

**(i) In hard copy form**

The original instrument appointing a proxy ("Proxy Form") must be deposited at the Company's Share Registrar's Office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

**(ii) By electronic means**

The Proxy Form can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com/>. Please follow the procedures provided in the Administrative Guide for the AGM in order to deposit the Proxy Form electronically.

- If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic AGM by yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("MMLR") of Bursa Securities, all the resolutions set out in the Notice of AGM will be put to vote by way of poll.

**EXPLANATORY NOTES ON ORDINARY BUSINESS AND SPECIAL BUSINESS**

**1. Audited Financial Statements for the financial year ended 31st December 2023**

The Audited Financial Statements is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

**2. Ordinary Resolution 3 – Payment of Directors' fees for the financial year ended 31st December 2023**

Section 230(1) of the Act provides amongst others that the fees of the Directors and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors ("Board") wishes to seek shareholders' approval for the payment of Directors' fees of RM669,000 for the financial year ended 31st December 2023, details of which are set out in the Remuneration Committee Report on page 43 of the Annual Report 2023. The amount of Directors' fees consists of the fees payable to Directors as members of the Board and Board Committees.

The structure of annual and Board Committees fees payable to the Directors for the financial year ended 31st December 2023 has been reviewed and revised by Remuneration Committee ("RC"). Based on the recommendation of the RC, the Board approved the proposed revised Directors' Fee to be tabled to the shareholders for approval at this 25th AGM.

**3. Ordinary Resolutions 4, 5, 6 and 7 – Re-election of Directors**

For the purpose of determining the eligibility of the Directors to stand for re-election at the 25th AGM of the Company, the Board through its Nomination Committee ("NC") undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance and MMLR of Bursa Securities, which includes the following:-

- Performance and effectiveness of the Board as a whole, Board Committees and individual Directors;
- Independence of the Independent Director; and
- Fit and proper assessment.

The NC and the Board are satisfied that the Directors, namely Robert Dobson Millner AO, Datuk Noharuddin bin Nordin @ Harun, Mr Yap Seng Chong and Ms Le Wat Su (collectively, the "retiring Directors") standing for re-election have performed their duties as per the Board Charter and they will continue to bring to bear their knowledge, experience and skills and contribute effectively to the Board's discussions, deliberations and decisions. In view thereof, the Board recommends that they be re-elected as Directors of the Company.

The retiring Directors being eligible, have offered themselves for re-election at the 25th AGM. The retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election at the relevant Board meeting.

The profiles of the Directors who are standing for re-election under Ordinary Resolutions 4, 5, 6 and 7 are set out in the Profiles of the Board on pages 27 to 29 of the Annual Report 2023.

**4. Ordinary Resolution 8 – Re-appointment of Auditors**

Ernst & Young PLT, the auditors of the Company have expressed their willingness to continue in office as auditors of the Company for the financial year ending 31st December 2024. The Board has approved the Audit Committee's recommendation that they be retained after taking into account relevant feedback on their experience, performance and independence following a formal assessment.

**5. Ordinary Resolution 9 – Authority under Sections 75 and 76 of the Act for the Directors to allot and issue shares; and Waiver of pre-emptive rights**

This proposed resolution, if passed, will renew the authority given to the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of issued shares of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 59 of the Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the Twenty-Fourth AGM held on 17th May 2023 and which will lapse at the conclusion of the 25th AGM. If there should be a decision to issue new shares after the General Mandate is obtained, the Company will make an announcement in respect thereof.

Please refer Section 85(1) of the Act and Clause 59 of the Constitution of the Company as detailed below.

**Details of Section 85(1) of the Act and Clause 59 of the Constitution of the Company**

Section 85(1) of the Act provides as follows:-

"85. Pre-emptive rights to new shares  
(1) Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

Clause 59 of the Constitution of the Company provides as follows:-

"Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause."

**6. Ordinary Resolution 10 – Authority for Datuk Noharuddin bin Nordin @ Harun to continue in office as Independent Director**

Pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance ("MCCG") published on 28th April 2021, the tenure of an independent director should not exceed a term limit of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the board as a non-independent director. If the board intends to retain an independent director beyond nine (9) years, shareholders' approval must be sought through a two-tier voting process and the board must provide justification for the retention.

Datuk Noharuddin bin Nordin @ Harun ("Datuk Noharuddin") was appointed as an Independent Director of the Company on 20th May 2015 and will reach his nine (9)-year service on 19th May 2024 prescribed by the MCCG. In accordance with the MCCG, the NC and the Board, after having assessed the independence of Datuk Noharuddin, consider him to be independent based on amongst others, the following justifications and recommend that Datuk Noharuddin be retained as an Independent Director of the Company:-

- He has confirmed and declared that he is an Independent Director as defined under Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- He does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;
- He is currently not sitting on the board of any other public and/or private companies having the same nature of business as that of the Company and its subsidiary companies; and
- The Board is of the opinion that Datuk Noharuddin is an important Independent Director in view of his many years on the Board with incumbent knowledge of the Company and the Group's activities and corporate history and has provided invaluable contributions to the Board in his role as an Independent Director.

Datuk Noharuddin has abstained from deliberations and decision on his own retention as Independent Director at the relevant NC and Board meetings. Pursuant to the MCCG, the Company would adopt a two-tier voting process in seeking shareholders' approval to retain Datuk Noharuddin at the 25th AGM.

**Personal data privacy:-**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



## APEX HEALTHCARE BERHAD

(Registration No. 199801016979 (473108-T))

(Incorporated in Malaysia)

### ADMINISTRATIVE GUIDE FOR TWENTY-FIFTH ANNUAL GENERAL MEETING

- Day and Date** : Wednesday, 15th May 2024
- Time** : 9:30 a.m.
- Broadcast Venue** : Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
- Meeting Platform** : <https://meeting.boardroomlimited.my>
- Mode of Communication** : (i) Submit questions to the Board of Directors prior to the Twenty-Fifth (“25th”) Annual General Meeting (“AGM”) at [enquiry@apexpharmacy.com.my](mailto:enquiry@apexpharmacy.com.my) not later than 9:30 a.m. on Monday, 13th May 2024.
- (ii) Post questions to the Board of Directors via real time submission of typed text during live streaming of 25th AGM.

#### MODE OF MEETING

The Company will conduct its forthcoming 25th AGM on a virtual basis through live streaming from the Broadcast Venue via remote participation and electronic voting facilities to be provided by the Company’s Share Registrar, Boardroom Share Registrars Sdn. Bhd. in accordance with Section 327 of the Companies Act 2016 and Clause 64 of the Constitution of the Company (“**Virtual AGM**”).

This is in line with Practice 13.3 of the Malaysian Code on Corporate Governance as a Virtual AGM facilitates electronic voting and remote shareholders’ participation ultimately promoting greater shareholder participation. With the virtual meeting facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the Virtual AGM. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the Virtual AGM.

#### BROADCAST VENUE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires that the Chairman of the meeting to be present at the main venue. **Shareholders or proxies are not allowed to be physically present at the Broadcast Venue** as the venue is only meant to facilitate the conduct of the Virtual AGM. Shareholders or proxies who turn up at the Broadcast Venue would be requested to leave the venue politely.

#### ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the Record of Depositors on **8th May 2024** (General Meeting Record of Depositors) shall be eligible to participate in the AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

## **APEX HEALTHCARE BERHAD**

(Registration No. 199801016979 (473108-T))

- Administrative Guide for 25th AGM

### **FORM(S) OF PROXY**

Shareholders are encouraged to go online, participate and vote at the Virtual AGM using remote participation and electronic voting facilities.

Shareholders who are unable to participate in our Virtual AGM are encouraged to appoint the Chairman of the meeting as your proxy and indicate the voting instructions in the Form(s) of Proxy.

Please take note that you **must** complete the Form(s) of Proxy for the AGM should you wish to appoint a proxy(ies).

Please ensure that the original Form(s) of Proxy is deposited at our Share Registrar's office not less than forty-eight (48) hours before the time for holding the meeting at the following address:-

#### **Boardroom Share Registrars Sdn. Bhd.**

11th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

General Line : 603-7890 4700

Alternatively, you may deposit your Form(s) of Proxy by electronic means with the Share Registrar through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> to sign up as user and deposit your Form(s) of Proxy electronically forty-eight (48) hours before the meeting.

### **REVOCATION OF PROXY**

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our Virtual AGM by yourself, please write in to [bsr\\_helpdesk@boardroomlimited.com](mailto:bsr_helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

### **VOTING PROCEDURE**

The voting procedure will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") as Poll Administrator to conduct the poll by way of electronic voting ("**e-voting**") and GovernAce Advisory & Solutions Sdn. Bhd. as Independent Scrutineer to verify and validate the poll results.

During the AGM, the Chairman of the meeting will invite the Poll Administrator to brief on the e-voting housekeeping rules. The e-voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the e-voting session.

For the purposes of the Virtual AGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

There are two (2) methods for members and proxies who wish to use their personal voting device to vote remotely. The methods are as follows:-

- (i) Use the QR Scanner Code given in the email received after successful registration; **OR**
- (ii) Navigate to the website URL <https://meeting.boardroomlimited.my>.

Upon the conclusion of the e-voting session, the Independent Scrutineer will verify the poll results followed by the declaration by the Chairman of the meeting whether the resolutions put to vote were successfully carried or not.

**REMOTE PARTICIPATION AND E-VOTING**

Please note that the remote participation and e-voting is available to individual member, corporate shareholder, authorised nominee and exempt authorised nominee.

You will be able to view a live webcast of the AGM proceeding, ask questions and submit your votes in real time whilst the meeting is in progress.

Kindly follow the steps below on how to request for login ID and password:-

<b>Before the day of the AGM</b>	
<b>Step</b>	<b>Action</b>
<p>1. Register Online with Boardroom Smart Investor Portal (“BSIP”) (for first time registration)</p>	<p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2.]</i></p> <ol style="list-style-type: none"> <li>a. Access BSIP website at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a>.</li> <li>b. Click &lt;&lt;Register&gt;&gt; to sign up as a user.</li> <li>c. Please select the correct account type, i.e. sign up as “Shareholder” or “Corporate Holder”.</li> <li>d. Complete the registration with all required information and upload a softcopy of your or representative’s MyKad (front and back) or Passport.</li> <li>e. For Corporate Holder, kindly upload the authorization letter and click &lt;&lt;Sign Up&gt;&gt;.</li> <li>f. You will receive an email from Boardroom for email address verification. Click &lt;&lt;Verify Email Address&gt;&gt; from the email received to continue with the registration.</li> <li>g. Once your email address is verified, you will be re-directed to Boardroom Smart Investor Portal for verification of mobile number. Click &lt;&lt;Request OTP Code&gt;&gt; and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click &lt;&lt;Enter&gt;&gt; to complete the process.</li> <li>h. Your registration will be verified and approved within one (1) business day and an email notification will be provided to you.</li> </ol>
<p>2. Submit Request for Remote Participation User ID and Password</p>	<p><i>[Note: The registration for remote access will be opened on Tuesday, 16th April 2024. Please note that the closing time to submit your request is not less than forty-eight (48) hours before the time of holding the AGM, i.e. latest by Monday, 13th May 2024 at 9:30 a.m.]</i></p> <p><b>For Shareholders</b></p> <ol style="list-style-type: none"> <li>a. Log in to <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password from Step 1 above.</li> <li>b. Select &lt;&lt;APEX HEALTHCARE BERHAD TWENTY-FIFTH (25TH) ANNUAL GENERAL MEETING&gt;&gt; from the list of Meeting Event(s) and click &lt;&lt;Enter&gt;&gt;.</li> </ol> <p><b>To attend the virtual AGM remotely</b></p> <ol style="list-style-type: none"> <li>a. Click &lt;&lt;Register for RPEV&gt;&gt;.</li> <li>b. Read and accept the General Terms &amp; Conditions and click &lt;&lt;Next&gt;&gt;.</li> <li>c. Enter your CDS Account Number and thereafter submit your request.</li> </ol> <p><b>To appoint proxy</b></p> <ol style="list-style-type: none"> <li>a. Click &lt;&lt;Submit eProxy Form&gt;&gt;.</li> <li>b. Select the company you would like to represent (if more than one, for Corporate Shareholder).</li> <li>c. Enter your CDS Account Number and number of securities held.</li> <li>d. Select your proxy – either the Chairman of the meeting or individual named proxy(ies).</li> <li>e. Read and accept the General Terms &amp; Conditions by clicking &lt;&lt;Next&gt;&gt;.</li> <li>f. Enter the required particulars of your proxy(ies).</li> <li>g. Indicate your voting instructions – “FOR” or “AGAINST”, otherwise your proxy will decide your vote.</li> <li>h. Click &lt;&lt;Apply&gt;&gt;.</li> <li>i. Download or print the eProxy form as acknowledgement.</li> </ol>

**APEX HEALTHCARE BERHAD**

(Registration No. 199801016979 (473108-T))

- Administrative Guide for 25th AGM

**REMOTE PARTICIPATION AND E-VOTING (Cont'd)**

<b>Before the day of the AGM (Cont'd)</b>	
<b>Step</b>	<b>Action</b>
2.	<p>Submit Request for Remote Participation User ID and Password (Cont'd)</p> <p><i>Note for Corporate Shareholders: if you wish to appoint more than one (1) companies, kindly click the home button and select &lt;&lt;Edit Profile&gt;&gt; in order to add company name.</i></p> <p><b>Corporate Shareholders (via email)</b></p> <ol style="list-style-type: none"> <li>a. To submit the request, Corporate Shareholders need to deposit the original hardcopy to Boardroom and write in to <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing softcopy of the Certificate of Appointment of Corporate Representative or Form(s) of Proxy, the name of shareholder and CDS Account Number.</li> <li>b. Please provide a copy of Corporate Representative's MyKad (Front and Back) or Passport as well as his/her email address.</li> </ol> <p><b>Authorised Nominee and Exempt Authorised Nominee</b></p> <p><b>Via Boardroom Smart Investor Portal</b></p> <ol style="list-style-type: none"> <li>a. Login to <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password from Step 1 above.</li> <li>b. Select &lt;&lt;APEX HEALTHCARE BERHAD TWENTY-FIFTH (25TH) ANNUAL GENERAL MEETING&gt;&gt; from the list of Meeting Event(s) and click &lt;&lt;Enter&gt;&gt;.</li> <li>c. Click on &lt;&lt;Submit eProxy Form&gt;&gt;.</li> <li>d. Select the company you would like to represent (if more than one).</li> <li>e. Proceed to download the file format for "Submission of Proxy Form" from Boardroom Smart Investor Portal.</li> <li>f. Prepare the file for the appointment of proxies by inserting the required data.</li> <li>g. Proceed to upload the duly completed proxy appointment file.</li> <li>h. Review and confirm your proxy appointment and click &lt;&lt;Submit&gt;&gt;.</li> <li>i. Download or print the eProxy form as acknowledgement.</li> </ol> <p><i>Note: if you wish to appoint more than one (1) company, kindly click the home button and select &lt;&lt;Edit Profile&gt;&gt; in order to add company name.</i></p> <p><b>Via email</b></p> <ol style="list-style-type: none"> <li>a. To submit the request, Authorised Nominee and Exempt Authorised Nominee need to deposit the original hardcopy Form of Proxy to Boardroom and write in to <a href="mailto:bsr.helpdesk@boardroomlimited.com">bsr.helpdesk@boardroomlimited.com</a> by providing softcopy of the Form(s) of Proxy, the name of shareholders and CDS Account Number.</li> <li>b. Please provide a copy of the proxy holder's MyKad (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.</li> </ol> <p><b>Email Notification</b></p> <ul style="list-style-type: none"> <li>✓ You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified.</li> <li>✓ Upon system verification against the General Meeting Record of Depositories as at <b>8th May 2024</b>, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.</li> <li>✓ You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.</li> <li>✓ Please note that the closing time to submit your request for remote participation User ID and Password is on <b>Monday, 13th May 2024 at 9:30 a.m.</b> (48 hours before the commencement of the AGM).</li> </ul>





**APEX HEALTHCARE BERHAD**

(Registration No. 199801016979 (473108-T))

- Administrative Guide for 25th AGM

**REMOTE PARTICIPATION AND E-VOTING (Cont'd)**

On the day of the AGM (15th May 2024)		
Step		Action
3.	Login to Virtual Meeting Portal	<p><i>[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]</i></p> <ol style="list-style-type: none"><li>The Virtual Meeting Portal will be opened for login at 8:30 a.m., i.e. an hour (1 hour) before the commencement of AGM on Wednesday, 15th May 2024 at 9:30 a.m..</li><li>Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting Portal.</li></ol>
4.	Participate through Live	<p><i>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition.]</i></p> <ol style="list-style-type: none"><li>If you would like to view the live webcast, select the broadcast  icon.</li><li>If you would like to ask a question during the AGM, select the messaging icon. </li><li>Type your message within the chat box, once completed click the send button.</li></ol>
5.	Online Remote Voting	<ol style="list-style-type: none"><li>Once voting has been opened, the polling page will appear with the resolutions and your voting choices on your screen until the Chairman declares the end of the voting session.</li><li>To vote, select your voting direction from the options provided. A confirmation message will appear to indicate that your vote has been received.</li><li>To change your vote, re-select your voting preference.</li><li>If you wish to cancel your vote, please click &lt;&lt;<b>Cancel</b>&gt;&gt;.</li></ol>
6.	End of Remote Participation	<ol style="list-style-type: none"><li>Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end.</li><li>You can now logout from Virtual Meeting Portal.</li></ol>

## **APEX HEALTHCARE BERHAD**

(Registration No. 199801016979 (473108-T))

- Administrative Guide for 25th AGM

### **NO VOUCHERS/DOOR GIFTS**

There will be **NO VOUCHER(S) OR ANY DOOR GIFT(S)** for shareholders/proxies who participate in the AGM.

### **PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS**

In order to enhance the efficiency of the proceedings of the 25th AGM, the shareholders may submit questions to the Company at [enquiry@apexpharmacy.com.my](mailto:enquiry@apexpharmacy.com.my) **not later than 13th May 2024 at 9:30 a.m.** (48 hours before the commencement of the AGM) or select the messaging icon in the online meeting platform of LUMI AGM to transmit questions via real time submission of typed text during live streaming of the 25th AGM. If time permits, the Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by the shareholders which are related to the resolutions to be tabled at the AGM. The shareholders are encouraged to submit questions before the 25th AGM as priority will be given to questions submitted before the AGM.

### **RECORDING OR PHOTOGRAPHY AT THE AGM**

Strictly no recording or photography of the AGM proceedings is allowed.

### **ENQUIRY**

If you have any enquiries prior to the AGM, please contact the following during office hours on Mondays to Fridays (except on public holidays):-

#### **Boardroom Share Registrars Sdn. Bhd.**

General Line : 603-7890 4700  
Fax No. : 603-7890 4670  
Email : [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)

#### **Apex Healthcare Berhad**

General Line : 606-337 0980  
Fax No. : 606-337 0570  
Email : [enquiry@apexpharmacy.com.my](mailto:enquiry@apexpharmacy.com.my)

### **PERSONAL DATA POLICY**

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

# FORM OF PROXY

APEX HEALTHCARE BERHAD (199801016979 [473108-T])  
(Incorporated in Malaysia)

No. of Shares held	
CDS Account No.	

I/We, \_\_\_\_\_ NRIC/Registration No. \_\_\_\_\_  
(Full name in block letters)

of \_\_\_\_\_  
(Full Address)

and telephone/mobile no. \_\_\_\_\_ email address \_\_\_\_\_

being a member/members of **APEX HEALTHCARE BERHAD**, hereby appoint \_\_\_\_\_  
(Full name in block letters)

NRIC/Passport No. \_\_\_\_\_ of \_\_\_\_\_  
(Full Address)

and telephone/mobile no. \_\_\_\_\_ email address \_\_\_\_\_

or failing him/her, \_\_\_\_\_ NRIC/Passport No. \_\_\_\_\_  
(Full name in block letters)

of \_\_\_\_\_  
(Full Address)

and telephone/mobile no. \_\_\_\_\_ email address \_\_\_\_\_

or failing him/her, \*the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Twenty-Fifth Annual General Meeting ("AGM") of Apex Healthcare Berhad (the "Company") to be held and conducted on a virtual basis through live streaming from the broadcast venue at Level 12, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia via the meeting platform at <https://meeting.boardroomlimited.my/> on Wednesday, 15th May 2024 at 9:30 a.m. and at each and every adjournment thereof, on the following resolutions referred to in the Notice of the Twenty-Fifth AGM.

\* Please delete the words "the Chairman of the meeting" if you wish to appoint some other person to be your proxy

My/Our proxy is to vote as indicated below:-

	RESOLUTION	*FOR	*AGAINST
Ordinary Resolution 1	To approve a final single-tier dividend of 2.5 sen per ordinary share for the financial year ended 31st December 2023.		
Ordinary Resolution 2	To approve a special dividend of 20.0 sen per ordinary share for the financial year ended 31st December 2023.		
Ordinary Resolution 3	To approve the payment of Directors' fees of RM 669,000 for the financial year ended 31st December 2023.		
Ordinary Resolution 4	To re-elect Robert Dobson Millner AO who retires by rotation pursuant to Clause 95 of the Constitution of the Company.		
Ordinary Resolution 5	To re-elect Datuk Noharuddin bin Nordin @ Harun who retires by rotation pursuant to Clause 95 of the Constitution of the Company.		
Ordinary Resolution 6	To re-elect Mr Yap Seng Chong who retires pursuant to Clause 102 of the Constitution of the Company.		
Ordinary Resolution 7	To re-elect Ms Le Wat Su who retires pursuant to Clause 102 of the Constitution of the Company.		
Ordinary Resolution 8	To re-appoint Ernst & Young PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 9	Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares; and Waiver of pre-emptive rights.		
Ordinary Resolution 10	Authority for Datuk Noharuddin bin Nordin @ Harun to continue in office as an Independent Director of the Company.		

Subject to the abovestated voting instructions, my/our proxy may vote or abstain from voting on any resolutions as \*he/\*she/\*they may think fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

The proportion of my/our shareholdings to be represented by my/our proxies are as follows:-

	Percentage
First Proxy	%
Second Proxy	%
Total	100%

\_\_\_\_\_  
Signature of Member(s)^

^ Manner of execution:-

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this Form of Proxy should be executed under seal in accordance with the Constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this Form of Proxy should be affixed with the rubber stamp of your corporation (if any) and executed by:-
  - (i) at least two (2) authorised officers, of whom one shall be a director; or
  - (ii) any Director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.



**Notes:**

1. The AGM of the Company will be held and conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities to be provided by the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd.. Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely via the RPEV facilities.  
The Administrative Guide on the conduct of a virtual AGM of the Company is available on the Company's website at <https://apexhealthcare.com.my/annual-general-meeting/>.
2. The venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from. **NO SHAREHOLDER(S)/ PROXY(IES)** from the public will be allowed to be physically present at the broadcast venue.
3. In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at **8th May 2024** shall be eligible to participate and vote at this meeting or appoint proxy(ies) to participate and vote on his/her behalf.
4. A member of the Company who is entitled to participate and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to participate and vote in its stead.
5. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy.
6. Where a member of the company is an exempt authorised nominee which holds ordinary shares in the company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

7. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
8. The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof, as follows:-
  - (i) **In hard copy form**  
The original instrument appointing a proxy ("Proxy Form") must be deposited at the Company's Share Registrar's Office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
  - (ii) **By electronic means**  
The Proxy Form can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com/>. Please follow the procedures provided in the Administrative Guide for the AGM in order to deposit the Proxy Form electronically.
9. If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic AGM by yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of AGM will be put to vote by way of poll.

**Personal Data Privacy:-**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to Personal Data Protection Act, 2010.

Fold Here



The Share Registrar of

**Apex Healthcare Berhad**

(Registration no. 199801016979 (473108-T))

11th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

Fold Here